

EXHIBIT B

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Presentment Date: April 16, 2013
Time: 12:00 p.m.

Objections Due: April 16, 2013
Time 11:00 p.m.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**ORDER GRANTING TRUSTEE'S MOTION TO RETAIN
BEDELL CRISTIN GUERNSEY PARTNERSHIP AS SPECIAL
COUNSEL *NUNC PRO TUNC* AS OF APRIL 5, 2013**

Upon the motion (the “Motion”) of Irving H. Picard (the “Trustee”), as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC, and the estate of Bernard L. Madoff, for authority to retain Bedell Cristin Guernsey Partnership (“Bedell Cristin”), as special counsel, *nunc pro tunc*, as of April 5, 2013, and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having specified Bedell Cristin as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court finds that Bedell Cristin is deemed disinterested under 15 U.S.C. § 78eee(b)(6)(B).

3. The Trustee is authorized to retain Bedell Cristin as special counsel to the Trustee as provided in the Motion, *nunc pro tunc*, as of April 5, 2013.

Dated: New York, New York
_____, 2013

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE